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James I. Stang, Esq. (CA Bar No. 94435)  
 Shirley S. Cho, Esq. (CA Bar No. 192616)  
 Werner Disse, Esq. (CA Bar No. 143458)  
 PACHULSKI STANG ZIEHL & JONES LLP  
 10100 Santa Monica Blvd., 11th Floor  
 Los Angeles, California 90067-4100  
 Telephone: 310/277-6910  
 Facsimile: 310/201-0760  
 Email: jstang@pszjlaw.com  
 scho@pszjlaw.com  
 wdisse@pszjlaw.com

Zachariah Larson, Esq. (NV Bar No. 7787)  
 LARSON & STEPHENS  
 810 S. Casino Center Blvd., Ste. 104  
 Las Vegas, NV 89101  
 Telephone: 702/382.1170  
 Facsimile: 702/382.1169  
 Email: zlarson@lslawnv.com

[Proposed] Attorneys for Debtors and  
 Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

Case No.: BK-S-09-14814-LBR  
 (Jointly Administered)

THE RHODES COMPANIES, LLC, aka  
 "Rhodes Homes," et al.,<sup>1</sup>  
 Debtors.

Chapter 11

Affects:

☒ All Debtors  
☐ Affects the following Debtor(s)

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

**DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL**

I, Theresa H. Lazorisak, hereby declare that the following is true to the best of my knowledge, information and belief: I am a partner of Cooksey, Toolen, Gage, Duffy & Woog (the "Firm") which maintains offices at 535 Anton Boulevard, 10<sup>th</sup> Floor, Costa Mesa, California 92626.

1. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of Nevada, dated May 19, 2009 [Docket Number 187], authorizing the above-captioned debtors and debtors in possession (the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases (the "Chapter 11 Cases").

2. The Firm, through me, and members of the firm, have represented and advised the Debtors as Defendants in a case captioned Martinez v. Rhodes, et al., San Bernardino Superior Court Case No.: CIVSS806049 which is pending in San Bernardino Superior Court. The Firm's representation of Debtors in said litigation started on June 6, 2008.

3. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors: Continued legal representation as needed in the litigation captioned Martinez v. Rhodes, et al., San Bernardino Superior Court Case No. CIVSS806049. Our firm's legal representation in the Martinez litigation is being rendered to the Debtors as well as to other entities and individuals who are not the aforementioned Debtors.

4. The Firm's current hourly rates for the above referenced Martinez litigation, subject to change from time to time, are \$300.00 for Partners, \$275.00 for Associates and \$125.00 for Paralegals. In the normal course of business, the Firm reviews the option of revising its hourly rates on an annual basis, generally with said rate changes, if any, effective January 1 of

LARSON & STEPHENS  
810 S. Casino Center Blvd., Suite 104  
Las Vegas, Nevada 89101  
Tel: (702) 382-1170 Fax: (702) 382-1169

1 each year, the aforementioned rates be revised to the hourly rates which will be in effect at that  
2 time.

3 5. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor  
4 any employee thereof has any connection with the Debtors or currently represents any of their  
5 creditors, other parties-in-interest, the Office of the United States Trustee or any person  
6 employed by the Office of the United States Trustee with respect to the matters upon which it is  
7 to be engaged, and the Firm does not, by reason of any direct or indirect relationship to,  
8 connection with, or interest in the Debtors, hold or represent any interest adverse to the Debtors,  
9 their estates or any class of creditors or equity interest holders.

10 6. Thus, I believe that the Firm's representation of such entities in matters entirely  
11 unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors  
12 or estates in respect of the matters for which the Firm will be engaged, nor will such services  
13 impair the Firm's ability to represent the Debtors in the ordinary course in these Chapter 11  
14 Cases.

15 7. In addition, although unascertainable at this time after due inquiry, due to the  
16 magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may  
17 have in the past represented, currently represent, and may in the future represent entities that are  
18 claimants of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm  
19 does not and will not represent any such entity in connection with these pending Chapter 11  
20 Cases and does not have any relationship with any such entity, attorneys or accountants that  
21 would be adverse to the Debtors or their estates.

22 8. In the past year, the Firm has rendered services that have not yet been billed or  
23 that have been billed but with respect to which payment has not yet been received. Said services  
24 have been rendered in the Martinez litigation and have been rendered on behalf of the Debtors as  
25 well as on behalf of entities and individuals who are not the aforementioned Debtors. The Firm  
26 is currently owed approximately \$ 50,000.00 on account of such prepetition services.

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1 9. In light of the foregoing, I believe that the Firm does not hold or represent any  
2 interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as  
3 identified to the Firm, with respect to the matters in which the firm will be engaged.

4 10. Except as set forth herein, no promises have been received by the Firm or any  
5 partner, associate or other professional thereof as to compensation in connection with these  
6 Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the  
7 Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure  
8 of the United States Bankruptcy Court for the District of Delaware, and orders of this Court.

9 11. The Firm further states that it has not shared, nor agreed to share any  
10 compensation received in connection with these Chapter 11 Cases with another party or person,  
11 other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

12 The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of  
13 the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).

14 I declare under penalty of perjury under the laws of the United States of America that the  
15 foregoing is true and correct.  
16

17 Executed this 12 day of June, 2009, in Costa Mesa, California.  
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21 Theresa H. Lazorisak  
22 Cooksey, Toolen, Gage, Duffy & Woog  
23 535 Anton Boulevard, 10<sup>th</sup> Floor  
24 Costa Mesa, CA 92626  
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